

**IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: ) Chapter 11  
DELPHI AUTOMOTIVE SYSTEMS LLC ) Case No. 05-44640 (RDD)  
Debtor. )  
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**NOTICE OF TRANSFER OF CLAIM  
PURSUANT TO FRBP RULE 3001(e)(2)**

1. TO: **INPLAY TECHNOLOGIES, INC.** ("Transferor")  
234 S. Extension Road #103  
Mesa, Arizona 85210-8487  
Attn: Heather Beshears
2. Please take notice of the transfer, in the amount of \$7,500,000.00, of your general unsecured claim against DELPHI AUTOMOTIVE SYSTEMS LLC, as jointly administered In re: Delphi Corporation, Case No. 05-44481, as evidenced by the Proof of Claim No. 2558, has been transferred to:

**GOLDMAN SACHS CREDIT PARTNERS, L.P.** ("Transferee")  
c/o Goldman, Sachs & Co.  
30 Hudson, 17<sup>th</sup> Floor  
Jersey City, NJ 07302  
Attn: Pedro Ramirez  
Telephone: (917) 343-8319  
Fax: (212) 428-1243

An evidence of transfer of claim is attached hereto as Exhibit A. All distributions and notices regarding the transferred portion of the claim should be sent to the Transferee at the instructions attached in Exhibit B.

3. No action is required if you do not object to the transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:**

-- **FILE A WRITTEN OBJECTION TO THE TRANSFER** with:

United States Bankruptcy Court  
Southern District of New York  
Attn: Clerk of Court  
Alexander Hamilton Custom House  
One Bowling Green  
New York, NY 10004-1408

-- **SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE.**

-- Refer to **INTERNAL CONTROL NO.** \_\_\_\_\_ in your objection and any further correspondence related to this transfer.

4. If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEREE WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

CLERK

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**FOR CLERK'S OFFICE USE ONLY:**

This notice was mailed to the first named party, by first class mail, postage prepaid on \_\_\_\_\_, 2007.

INTERNAL CONTROL NO. \_\_\_\_\_

Copy: (check) Claims Agent \_\_\_\_ Transferee \_\_\_\_ Debtor's Attorney \_\_\_\_

\_\_\_\_\_  
Deputy Clerk

**EXHIBIT A**

**EVIDENCE OF TRANSFER OF CLAIM**

Exhibit A

EVIDENCE OF TRANSFER OF CLAIM

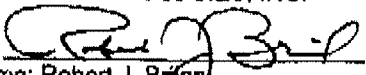
TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, InPlay Technologies, Inc. ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to Goldman Sachs & co. (the "Assignee") 100% (or \$7,500,000) of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, its claim, Claim No. 2558 (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code), against Delphi Automotive Systems LLC (Case No. 05-44640) (the "Debtor"), in a proceeding for reorganization (the "Proceedings") pending in the United States Bankruptcy Court for the Southern District of New York (the "Court"), jointly administered under Case No. 05-44481 et seq.) (the "Bankruptcy Court").

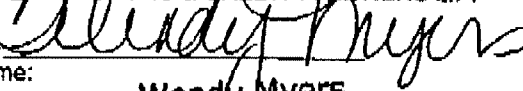
Assignor hereby waives any objection to the transfer of the claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim, recognizing Assignee as the sole owner and holder of the claim, and directing that all payments or distributions of money or property in respect of the claim be delivered or made to the Assignee.

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM is executed this 9th day of March, 2007

INPLAY TECHNOLOGIES, INC.

By:   
Name: Robert J. Brilon  
Title: Chief Executive Officer

GOLDMAN SACHS & CREDIT PARTNERS L.P.

By:   
Name: Wendy Myers  
Title: Authorized Signatory

**EXHIBIT B**

Address for Notices:

Goldman Sachs Credit Partners L.P.  
c/o Goldman, Sachs & Co.  
30 Hudson, 17th Floor  
Jersey City, NJ 07302  
Attention: Pedro Ramirez  
Telephone: (917) 343-8319  
Fax: (212) 428-1243

Wire Instructions:

Citibank N.A.  
New York, New York  
ABA No.: 021000089  
Acct. No.: 40717188  
Acct. Name: Goldman Sachs Credit Partners L.P.  
Reference: Delphi (Trade Claim) from Analog  
Attention: Bank Loan Operations – Philip F. Green